



CHINA TING GROUP HOLDINGS LIMITED

華鼎集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 3398)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the extraordinary general meeting (the “EGM”) of China Ting Group Holdings Limited will be held at 11:00 a.m. on 23 October 2006 at Charter Room I, Function Room Level, The Ritz-Carlton, Hong Kong, 3 Connaught Road Central, Hong Kong for the purpose of considering and, if thought fit, passing the following resolution, with or without amendment, as an ordinary resolution:

ORDINARY RESOLUTION

“**THAT**

- (a) the Conditional Sale and Purchase Agreement (as defined in the Circular and the details of which are set out in the circular of the Company dated 28 September 2006 to its shareholders (the “**Circular**”) (a copy of the Conditional Sale and Purchase Agreement has been produced at this meeting and marked as “Exhibit-A” and signed by the chairman of the meeting for the purpose of identification) entered into between the Vendors (as defined in the Circular) and Concept Creator Fashion (as defined in the Circular) and all transactions contemplated thereunder be and are hereby approved; and
- (b) any one of the directors of the Company be and are hereby authorised for and on behalf of the Company to do all such things and sign, seal, execute, perfect, perform and deliver all such documents as they may in their absolute discretion consider necessary or desirable or expedient to give effect to the Conditional Sale and Purchase Agreement or for the implementation of all transactions contemplated thereunder.”

By Order of the Board of
CHINA TING GROUP HOLDINGS LIMITED
TING Hung Yi
Executive Director and Chief Executive Officer

Hong Kong, 28 September 2006

Notes:

- (1) Any Shareholder entitled to attend and vote at the EGM shall be entitled to appoint one or more proxies to attend and vote instead of him. A proxy need not be a Shareholder.
- (2) Where there are joint Shareholders of any Share, any one of such joint Shareholders may vote, either in person or by proxy, in respect of such Share as if he were solely entitled thereto, but if more than one of such joint Shareholders be present at the EGM the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint Shareholders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint shareholding.

- (3) A form of proxy for use at the EGM is enclosed. In order to be valid, the form of proxy completed in accordance with the instructions set forth therein, together with the power of attorney or other authority (if any) under which it is signed (or a certified copy of that power or authority) must be deposited at the principal place of business of the Company in Hong Kong at 28th Floor, Futura Plaza, 111–113 How Ming Street, Kwun Tong, Kowloon, Hong Kong, not less than 48 hours before the time appointed for holding the EGM or adjourned meeting. **Completion and return of the form of proxy will not preclude members from attending and voting in person at the EGM.**

As at the date of this announcement, the executive Directors are Mr. TING Man Yi (Chairman), Mr. TING Hung Yi (Chief Executive Officer), Mr. DING Jianer, Mr. CHEUNG Ting Yin, Peter, Mr. WONG Sin Yung and the independent non-executive Directors are Dr. CHEUNG Chi Pang, Mr. WONG Chi Keung and Mr. LEUNG Man Kit.

*Please also refer to the published version of this announcement in **South China Morning Post**.*